

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Sands Regent		05/03/2004	CORPORATION: NEVADA

## RECEIVING PARTY DATA

Name:	Wells Fargo Bank
Street Address:	5340 Kietzke Lane
City:	Reno
State/Country:	NEVADA
Postal Code:	98511
Entity Type:	National Association:

## PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78143548	APRIL SHOWER OF CASH
Registration Number:	2126132	RAIL CITY
Registration Number:	2124254	RAIL CITY
Registration Number:	2124253	RAIL CITY

## CORRESPONDENCE DATA

Fax Number: (949)567-6710

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: ipprosecution@orrick.com

Correspondent Name: Orrick, Herrington &amp; Sutcliffe, LLP

Address Line 1: 4 Park Plaza, Suite 1600

Address Line 4: Irvine, CALIFORNIA 92614-2558

ATTORNEY DOCKET NUMBER:

1696.345

NAME OF SUBMITTER:

Deborah A. Moore

Total Attachments: 5

source=security page 1#page1.tif

900007957

TRADEMARK  
REEL: 002847 FRAME: 0011

CH \$115.00 78143548

source=security page 2#page1.tif  
source=security page 3#page1.tif  
source=security page 4#page1.tif  
source=security page 5#page1.tif

## GRANT OF SECURITY INTEREST

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of May 3, 2004, is executed by THE SANDS REGENT, a Nevada corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of even date herewith (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Grantor, Last Chance, Inc., Zante Inc., the Lenders and Wells Fargo Bank, National Association, as Administrative Agent, L/C Issuer and Swing Line Lender, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor has entered into a Security Agreement (Intellectual Property) dated as of the date hereof (the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement.

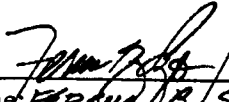
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:  
Wells Fargo Bank  
Wholesale Loan Services - Agency Division  
201 Third Street, 8th floor  
San Francisco, CA  
Fax no. (415) 512-7059

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

THE SANDS REGENT,  
a Nevada corporation

By:   
Name: FRANK B. SZONY  
Title: PRESIDENT

Attachment 2-3

DOCSLA1:471705.1  
1696-345 KK1

TRADEMARK  
REEL: 002847 FRAME: 0015

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark</u>	<u>Serial No./Date Filed</u>	<u>Registration No.</u>	<u>Date Registered</u>
RAIL CITY-typed drawing on wearing apparel	75055796 February 9, 1996	2126132	December 30, 1997
RAIL CITY-typed drawing on hotel restaurant, bar and lounge services	75055795 February 9, 1996	2124254	December 23, 1997
RAIL CITY-typed drawing on casino services	75055794 February 9, 1996	2124253	December 23, 1997
APRIL SHOWER OF CASH-typed drawing on entertainment services in the nature of casinos	78143548 July 12, 2002		

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
None		